

Gregg M. Galardi, Esq.
 Ian S. Fredericks, Esq.
 SKADDEN, ARPS, SLATE, MEAGHER &
 FLOM, LLP
 One Rodney Square
 PO Box 636
 Wilmington, Delaware 19899-0636
 (302) 651-3000

Dion W. Hayes (VSB No. 34304)
 Douglas M. Foley (VSB No. 34364)
 MCGUIREWOODS LLP
 One James Center
 901 E. Cary Street
 Richmond, Virginia 23219
 (804) 775-1000

- and -

Chris L. Dickerson, Esq.
 SKADDEN, ARPS, SLATE, MEAGHER &
 FLOM, LLP
 333 West Wacker Drive
 Chicago, Illinois 60606
 (312) 407-0700

Proposed Counsel to the Debtors
 and Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
 FOR THE EASTERN DISTRICT OF VIRGINIA
 RICHMOND DIVISION

- - - - -	- - - - -	x	
	:		Chapter 11
In re:	:		
	:		Case No. 08-35653(KRH)
CIRCUIT CITY STORES, INC.,	:		
<u>et al.</u> ,	:		Jointly Administered
	:		
Debtors.	:		Hearing Date: December 5, 2008,
	:		at 10:00 a.m. ET
	:		Objection Deadline: November 28,
	:		2008, at 4:00 p.m. ET
- - - - -	- - - - -	x	Related Document Nos. 23, 78

NOTICE OF FILING OF MOTION AND ENTRY OF INTERIM ORDER
 PURSUANT TO 11 U.S.C. SECTIONS 105, 361, 362, 363 AND
 364 AND RULES 2002, 4001 AND 9014 OF THE FEDERAL RULES
 OF BANKRUPTCY PROCEDURE (I) AUTHORIZING INCURRENCE BY
 THE DEBTORS OF POSTPETITION SECURED INDEBTEDNESS WITH
 PRIORITY OVER ALL SECURED INDEBTEDNESS AND WITH
 ADMINISTRATIVE SUPERPRIORITY, (II) GRANTING LIENS, (III)
 AUTHORIZING USE OF CASH COLLATERAL BY THE DEBTORS
 PURSUANT TO 11 U.S.C. SECTION 363 AND PROVIDING FOR

**ADEQUATE PROTECTION, (IV) MODIFYING THE AUTOMATIC STAY
AND (V) SCHEDULING A FINAL HEARING**

PLEASE TAKE NOTICE that on November 10, 2008, the above-captioned debtors and debtors in possession (collectively, the "Debtors")¹ filed the Debtors' Motion For Interim And Final Orders Pursuant To 11 U.S.C. §§ 105, 361, 362, 363 And 364 And Federal Rules Of Bankruptcy Procedure 2002 And 4001 (I) Authorizing Debtors (A) To Obtain Postpetition Financing And (B) To Utilize Cash Collateral; (II) Granting Adequate Protection; And (III) Scheduling Interim And Final Hearings (Docket No. 23) (the "Motion"). A copy of the Motion with exhibits (other than the proposed form of interim order) is attached hereto as Exhibit A.

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courcheval, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City Stores West Coast, Inc. is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

PLEASE TAKE FURTHER NOTICE that on November 10, 2008, the Bankruptcy Court (defined below) entered an interim order (Docket No. 78) (the "Interim Order") granting the Motion on an interim basis. A copy of the Interim Order is attached hereto as Exhibit B. A copy of the budget is attached hereto as Exhibit C.

PLEASE TAKE FURTHER NOTICE that the final hearing on the Motion (the "Final Hearing") will be held on **December 5, 2008 at 10:00 a.m.** Eastern Time before the Honorable Kevin R. Huennekens, United States Bankruptcy Court for the Eastern District of Virginia (the "Bankruptcy Court"), Spottswood W. Robinson III & Robert R. Merhige, Jr., U.S. Courthouse, Courtroom 5000, 701 East Broad Street Richmond, VA 23219-1888.

PLEASE TAKE FURTHER NOTICE that at the Final Hearing the Debtors will seek approval of the Motion on a final basis and entry of the Final Order (as defined in the Interim Order), **including a waiver of rights under 11 U.S.C. § 506(c).**

PLEASE TAKE FURTHER NOTICE that objections, if any, to approval of the Motion on a final basis and entry of the Final Order must be made in writing, filed

with the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"), 824 Market Street, Wilmington, Delaware 19801, and served so as to be received by the following parties no later than **4:00 p.m.**

Eastern Time on November 28, 2008: (a) counsel for Debtor, (i) Kirkland & Ellis LLP, 200 East Randolph Drive, Chicago, Illinois 60601, Attn: Linda K. Myers, Esq., Fax: (312) 861-2200, (ii) Skadden Arps Slate Meagher & Flom, LLP One Rodney Square, Wilmington, Delaware 19889, Attn.: Gregg Galardi, Esq., Fax: (888) 329-3792 and Chris L. Dickerson, Esq., Fax: (312) 407-8680, (iii) McGuireWoods LLP, One James Center, 901 East Cary Street, 40 Richmond, Virginia 23219, Attn.: Dion W. Hayes, Esq., Fax: (804) 698-2078 and Douglas M. Foley, Esq., Fax: (757) 640-3957; (b) counsel for DIP Agents (i) Riemer & Braunstein LLP, Three Center Plaza, Boston, Massachusetts 02108, Attn: David S. Berman, Esq., Fax: (617) 880-3456, and (ii) LeClair Ryan, Riverfront Plaza, East Tower, 951 East Byrd Street, Eighth Floor, Richmond, Virginia 23219, Attn.: Bruce Matson, Esq., Fax: (804) 783-7269; (c) counsel to any Committee; and (d) the U.S. Trustee; and shall be filed with the Clerk of the United

States Bankruptcy Court for the Eastern District of Virginia. Only objection made in writing and timely filed and received will be considered by the Bankruptcy Court at the Final Hearing.

**PLEASE TAKE FURTHER NOTICE THAT IF NO
OBJECTIONS TO APPROVAL OF THE MOTION ON A FINAL BASIS
ARE TIMELY FILED AND RECEIVED IN ACCORDANCE WITH THE
ABOVE PROCEDURES, THE FINAL ORDER MAY BE ENTERED
GRANTING THE RELIEF REQUESTED IN THE MOTION ON A FINAL
BASIS WITHOUT FURTHER NOTICE OR A HEARING.**

Dated: November 12, 2008
Richmond, Virginia

SKADDEN, ARPS, SLATE, MEAGHER &
FLOM, LLP
Gregg M. Galardi, Esq.
Ian S. Fredericks, Esq.
P.O. Box 636
Wilmington, Delaware 19899-0636
(302) 651-3000

- and -

SKADDEN, ARPS, SLATE, MEAGHER &
FLOM, LLP
Chris L. Dickerson, Esq.
333 West Wacker Drive
Chicago, Illinois 60606
(312) 407-0700

- and -

MCGUIREWOODS LLP

/s/ Douglas M. Foley
Dion W. Hayes (VSB No. 34304)
Douglas Foley (VSB No. 34364)
One James Center
901 E. Cary Street
Richmond, Virginia 23219
(804) 775-1000

Proposed Counsel for Debtors and
Debtors in Possession